

1179246

FORM D



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

OMB Approval	
OMB Number:	3235-0076
Expires:	November 30, 2001
Estimated average burden	.00



Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)  
Earth To Air Systems, LLC ("ETA") \$4,999,999 PPM

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)  
Earth To Air Systems, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
123 Southeast Parkway, Suite 160, Franklin, TN 37064

Telephone Number (Including Area Code)  
(615) 595-2888

Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
(if different from Executive Offices) Same as above

Telephone Number (Including Area Code)

Brief Description of Business

MAR 26 2007

Type of Business Organization

☐ corporation ☒ limited partnership, already formed  
☐ business trust ☐ limited partnership, to be formed

THOMSON FINANCIAL ☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization:

Month  
01

Year  
06

☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State;

CN for Canada; FN for other foreign jurisdiction)

TN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☒ General and/or Managing Partner

Full Name (Last name first, if individual)

Wiggs, B. Ryland

Business or Residence Address (Number and Street, City, State, Zip Code)

123 Southeast Parkway, Franklin, TN 37064

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

## B. INFORMATION ABOUT OFFERING

1. Has the issuer sold or does the issuer intend to sell, to non-accredited investors in this offering?

Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?

\$ 10,000

3. Does the offering permit joint ownership of a single unit?

Yes ☒ No ☐

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☒ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States)

☐ All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
[MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box ☐ and indicate in the column below the amounts of the securities offered for exchange and already exchanged.

Type of Security

	Aggregate Offering Price	Amount Already Sold
Debt. ....	\$ _____	\$ _____
Equity. ....	\$ <u>4,999,999</u>	\$ <u>0</u>
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants). ....	\$ _____	\$ _____
Partnership Interests. ....	\$ _____	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total. ....	\$ <u>4,999,999</u>	\$ <u>0</u>

Answer also in Appendix, Column 3, if filing under ULOE

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors. ....	<u>0</u>	\$ <u>0</u>
Non-accredited Investors. ....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) ....	<u>0</u>	\$ <u>0</u>

Answer also in Appendix, Column 4, if filing under ULOE

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of offering - Rule 506

	Type of Security	Dollar Amount Sold
Rule 505. ....	N/A	\$ <u>0</u>
Regulation A. ....	N/A	\$ <u>0</u>
Rule 504. ....	N/A	\$ <u>0</u>
Total. ....		\$ <u>0</u>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees. ....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs. ....	<input checked="" type="checkbox"/>	\$ <u>500</u>
Legal Fees. ....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Accounting Fees. ....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Engineering Fees. ....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Sales Commissions (Specify finder's fees separately) ....	<input checked="" type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify) _____	<input checked="" type="checkbox"/>	\$ <u>0</u>
Total. ....	<input checked="" type="checkbox"/>	\$ <u>500</u>

## C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C-Question 1 and total expenses furnished in response to Part C-Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C-Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	<input type="checkbox"/> \$4,999,999	<input type="checkbox"/> \$0
Purchase of real estate	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ N/A	<input type="checkbox"/> \$
Construction or leasing of plant buildings and facilities	<input checked="" type="checkbox"/> \$ N/A except for present monthly lease rate of under \$2,500	<input type="checkbox"/> \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> \$
Repayment of indebtedness	<input checked="" type="checkbox"/> \$255,000	<input type="checkbox"/> \$
Working capital	<input checked="" type="checkbox"/> \$	<input type="checkbox"/> \$
Other (specify)	<input type="checkbox"/> \$	<input type="checkbox"/> \$
	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Column Totals	<input type="checkbox"/> \$	<input type="checkbox"/> \$
Total Payments Listed (column totals added)	<input checked="" type="checkbox"/> \$4,999,999 maximum will be used for above	

## D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type) Earth To Air Systems, LLC	Signature B. Ryland Wiggs	Date March 21, 2007
Name of Signer (Print or Type) B. Ryland Wiggs	Title of Signer (Print or Type) Chief Manager and CEO	

## ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

### E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 (c), (d), (e) or (f) presently subject to any of the disqualification provisions of such rule? Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Earth To Air Systems, LLC	Signature B. Ryland Wiggs	Date March 21, 2007
Name of Signer (Print or Type) B. Ryland Wiggs	Title of Signer (Print or Type) Chief Manager and CEO	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

N/A

[illegible]

N/A

[illegible]

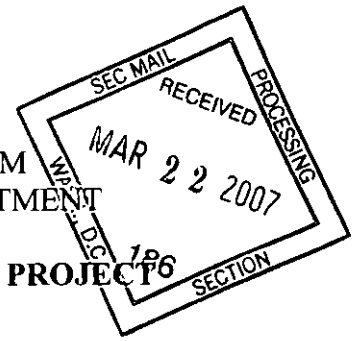


CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM  
"ACCREDITED INVESTOR ONLY" CAPITALIZATION INVESTMENT

**EARTH TO AIR SYSTEMS, LLC ("ETA") HEATING/COOLING PROJECT**

**\$4,999,999 Maximum Offering**

**Units at \$333,333 per Unit**



AN INVESTMENT IN THESE SECURITIES IS HIGHLY SPECULATIVE AND INVOLVES A HIGH DEGREE OF RISK. PROSPECTIVE INVESTORS SHOULD CONSIDER CAREFULLY THE INFORMATION SET FORTH UNDER "HIGH RISK FACTORS" BEFORE PURCHASING SUCH SECURITIES.

---

THE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED OR APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES REGULATING AUTHORITY OF ANY STATE OR OF ANY OTHER COUNTRY, NOR HAS THE/ANY COMMISSION OR ANY SUCH AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

---

THE SECURITIES BEING OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE UNITED STATES OF AMERICA SECURITIES ACT OF 1933 IN RELIANCE UPON EXEMPTION FROM SUCH REGISTRATION IN ACCORDANCE WITH RULE 506 THEREUNDER AS WELL AS OTHER STATE AND FEDERAL EXEMPTIONS FROM REGISTRATION. THE EXISTENCE OF THE EXEMPTION DEPENDS ON CERTAIN FACTS INCLUDING THAT THE SECURITIES ARE NOT BEING OFFERED THROUGH GENERAL ADVERTISING OR THROUGH GENERAL SOLICITATION, INCLUDING BUT NOT LIMITED TO, ADVERTISEMENTS OR COMMUNICATIONS IN NEWSPAPERS, MAGAZINES, OR OTHER MEDIA, OR BROADCASTS ON RADIO OR TELEVISION. THIS MEMORANDUM SHALL BE TREATED AS CONFIDENTIAL BY THE PERSON TO WHOM IT WAS DELIVERED IN PERSON, AND ANY DISTRIBUTION OF THIS MEMORANDUM, OR ANY PART HEREOF, OR DIVULGENCE OF ANY OF ITS CONTENTS IS UNAUTHORIZED. EACH PURCHASER MUST SATISFY CERTAIN REQUIREMENTS AS TO INCOME, NET WORTH, AND PRIOR INVESTMENT EXPERIENCE. THE INFORMATION WHICH MUST BE SUPPLIED BY INVESTORS IN THIS REGARD WILL BE RELIED UPON BY MANAGEMENT OF THE COMPANY. THIS MEMORANDUM SHOULD NOT BE CONSIDERED LEGAL OR TAX OR BUSINESS ADVICE AND EACH INVESTOR SHOULD CONSULT HIS OWN LEGAL COUNSEL, TAX ADVISOR AND BUSINESS ADVISOR.

---

The date of this Confidential Private Offering Memorandum is March 21, 2007.

THE PURCHASE OR OTHER ACQUISITION OF THE SUBJECT STOCK INVOLVES SPECIAL CONSIDERATIONS AND INVESTORS SHOULD CAREFULLY CONSIDER ALL OF THE INFORMATION CONTAINED IN THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM AND ANY SUPPLEMENT HERETO. IN VIEW OF THE SIGNIFICANT RISK FACTORS AND RESTRICTIONS ON TRANSFER DISCLOSED HEREIN, THE PURCHASE OR OTHER ACQUISITION OF THE SUBJECT STOCK OFFERED HEREBY SHOULD BE CONSIDERED ONLY BY PERSONS WHO CAN BEAR THE ECONOMIC RISK OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD AND CAN AFFORD A TOTAL LOSS OF THEIR INVESTMENT.

NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION NOT CONTAINED HEREIN (INCLUDING ANY EXHIBITS HERETO) AND, IF GIVEN OR MADE, SUCH OTHER INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON. NEITHER THE DELIVERY OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM AT ANY TIME NOR ANY DISTRIBUTION OF SECURITIES OFFERED HEREBY SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THERE HAS BEEN NO CHANGE IN THE INFORMATION SET FORTH HEREIN (INCLUDING IN THE EXHIBITS HERETO) OR IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF. PRIOR TO THE FINAL CLOSING DATE, INVESTORS WILL BE NOTIFIED AS TO ANY MATERIAL ADVERSE CHANGES IN THE INFORMATION CONTAINED HEREIN.

PROSPECTIVE INVESTORS ARE NOT TO CONSTRUE THE CONTENTS OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM AS LEGAL, BUSINESS, OR TAX ADVICE. EACH PROSPECTIVE INVESTOR SHOULD CONSULT HIS OWN ATTORNEY, BUSINESS ADVISOR, AND TAX ADVISOR AS TO LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THIS OFFERING.

NEITHER THE COMPANY NOR ITS LEGAL COUNSEL IS MAKING ANY REPRESENTATIONS TO ANY OFFEREE OF THE UNITS REGARDING THE LEGALITY OR INVESTMENT THEREIN BY SUCH OFFEREE UNDER APPLICABLE LEGAL INVESTMENT OR SIMILAR LAWS.

THE COMPANY RESERVES THE RIGHT TO REJECT ANY COMMITMENT TO SUBSCRIBE IN WHOLE OR IN PART AND TO ALLOT TO ANY PROSPECTIVE INVESTOR LESS THAN THE FULL AMOUNT OF THE UNITS SUBSCRIBED FOR BY SUCH INVESTOR.

THE COMPANY HEREBY EXTENDS TO EACH OFFEREE THE OPPORTUNITY, PRIOR TO THE EXECUTION OF ANY AGREEMENT FOR THE PURCHASE OF THE UNITS, TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM,

OFFICERS OF THE COMPANY CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING AND TO OBTAIN

ANY ADDITIONAL INFORMATION, TO THE EXTENT THAT THE COMPANY POSSESSES SUCH NON-PROPRIETARY INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, AS NECESSARY TO VERIFY THE ACCURACY OF THE INFORMATION SET FORTH HEREIN.

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM MAY CONTAIN SUMMARIES AND/OR MARKET DATA BELIEVED TO BE ACCURATE, BUT WHICH MAY NOT HAVE BEEN INDEPENDENTLY VERIFIED.

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED SOLELY FOR THE BENEFIT OF INVESTORS INTERESTED IN THE PROPOSED OFFERING OF THE SUBJECT SECURITIES. ANY REPRODUCTION OR DISTRIBUTION OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM (INCLUDING THE EXHIBITS HERETO), OR RETRANSMITTAL OF ITS CONTENTS, IN WHOLE OR IN PART, OTHER THAN IN CONFIDENCE TO LEGAL, BUSINESS, AND TAX ADVISORS (WHO, IN TURN, MAY USE THE INFORMATION CONTAINED HEREIN SOLELY FOR PURPOSES RELATED TO SUCH OFFEREE'S INVESTMENT OR PROPOSED INVESTMENT IN THE COMPANY), WITHOUT THE PRIOR WRITTEN CONSENT OF THE COMPANY, IS PROHIBITED.

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR ON EXAMINATION OF THE PERSON OR ENTITY CREATING THE SECURITIES AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND ANY APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THEIR INVESTMENT FOR AN INDEFINITE PERIOD OF TIME AND CAN BE SUBJECT TO A TOTAL LOSS OF THEIR INVESTMENT.

THE SECURITIES OFFERED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR THE

SECURITIES LAWS OF ANY STATES AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE ACT AND SUCH LAWS. THE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

THE INFORMATION IN THIS PRIVATE PLACEMENT MEMORANDUM HAS BEEN PREPARED BY THE COMPANY FROM INFORMATION SUPPLIED BY AND TO THE COMPANY AND IS BELIEVED TO BE RELIABLE. THERE CAN BE NO ASSURANCE THAT THE FUTURE OPERATIONS OF THE COMPANY WILL BE PROFITABLE, AND ACCORDINGLY, THE SECURITIES OFFERED HEREBY SHOULD BE CONSIDERED TO BE "HIGH RISK".

THIS MEMORANDUM DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE SECURITIES OFFERED HEREBY, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY FROM ANY PERSON IN ANY STATE, OR IN ANY OTHER JURISDICTION, IN WHICH SUCH OFFER OR SOLICITATION WOULD BE UNLAWFUL, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO A PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION.

## **NOTICE TO TENNESSEE RESIDENTS**

IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED.

THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISK OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

## **NOTICE TO PENNSYLVANIA RESIDENTS**

EACH PENNSYLVANIA RESIDENT WHO SUBSCRIBES FOR THE SECURITIES BEING OFFERED HEREBY AGREES NOT TO SELL THESE SECURITIES FOR A PERIOD OF TWELVE (12) MONTHS AFTER THE DATE OF PURCHASE, EXCEPT AS PERMITTED UNDER SECTION 204.011 OF THE PENNSYLVANIA SECURITIES REGULATIONS. PURSUANT TO SECTION 207(m) OF THE PENNSYLVANIA SECURITIES ACT OF 1972, AS AMENDED, EACH REGISTRATION BY SECTION 203 (d), DIRECTLY FROM THE ISSUER OR AFFILIATE OF THE ISSUER, SHALL HAVE THE RIGHT TO WITHDRAW HIS ACCEPTANCE WITHOUT INCURRING ANY LIABILITY TO THE SELLER, UNDERWRITER (IF ANY) OR ANY OTHER PERSON WITHIN TWO BUSINESS DAYS FROM THE DATE OF RECEIPT BY THE ISSUER OF HIS WRITTEN BINDING CONTRACT OF PURCHASE OR, IN THE CASE OF A TRANSACTION IN WHICH THERE IS NO BINDING CONTRACT OF PURCHASE, WITHIN TWO (2) BUSINESS DAYS AFTER HE MAKES THE INITIAL PAYMENT FOR THE SECURITIES BEING OFFERED.

## **NOTICE TO CONNECTICUT RESIDENTS**

THE SHARES HAVE NOT BEEN REGISTERED UNDER SECTION 36-485 OF THE CONNECTICUT UNIFORM SECURITIES ACT BUT WILL BE SOLD IN RELIANCE ON AN EXEMPTION FROM SUCH REGISTRATION SET FORTH IN SECTIONS 36-490 (b) (9) (A) OF SAID ACT AND REGULATIONS PROMULGATED THEREUNDER. THE SHARES CANNOT BE RESOLD WITHOUT REGISTRATION

UNDER SECTION 36-485 OF SAID ACT OR AN EXEMPTION FROM REGISTRATION PURSUANT TO SECTION 36-490 OF SAID ACT.

#### **NOTICE TO FLORIDA RESIDENTS**

PURSUANT TO SECTION 517.061 12 (a) (5) OF THE FLORIDA STATUTES, WHEN A SALE IS MADE PURSUANT TO SECTION 517.061 (II), FLORIDA INVESTORS (EXCLUDING CERTAIN INSTITUTIONAL PURCHASERS DESCRIBED IN SECTION 517.061 (7) OF THE FLORIDA SECURITIES AND INVESTOR PROTECTION ACT) HAVE A THREE-DAY RIGHT OF RESCISSION ONCE A MINIMUM OF FIVE (5) SALES HAVE BEEN MADE IN FLORIDA. THIS RIGHT OF RESCISSION APPLIES TO THE ORIGINAL FIVE (5) PURCHASERS WHO HAVE A THREE-DAY RIGHT OF RESCISSION DATING FROM THE FIFTH PURCHASE. THEREAFTER, ONCE A FLORIDA RESIDENT HAS EXECUTED A SUBSCRIPTION AGREEMENT, HE MAY ELECT WITHIN THREE BUSINESS DAYS AFTER SIGNING THE SUBSCRIPTION AGREEMENT TO WITHDRAW FROM THE SUBSCRIPTION AGREEMENT AND RECEIVE A FULL REFUND AND RETURN (WITHOUT INTEREST) OF ANY MONEY PAID BY HIM. A FLORIDA RESIDENT'S WITHDRAWAL WILL BE WITHOUT ANY FURTHER LIABILITY TO ANY PERSON. TO ACCOMPLISH SUCH WITHDRAWAL, A FLORIDA RESIDENT NEED ONLY SEND A LETTER OR TELEGRAM TO THE COMPANY AT THE ADDRESS SET FORTH IN THIS MEMORANDUM INDICATING HIS INTENTION TO WITHDRAW. SUCH LETTER OR TELEGRAM MUST BE SENT AND POSTMARKED PRIOR TO THE END OF THE AFOREMENTIONED THIRD BUSINESS DAY. IF A FLORIDA RESIDENT SENDS A LETTER, IT IS PRUDENT TO SEND IT BY CERTIFIED MAIL, RETURN RECEIPT REQUESTED, TO INSURE THAT IT IS RECEIVED AND ALSO TO EVIDENCE THE TIME AND DATE WHEN IT IS MAILED. SHOULD A FLORIDA RESIDENT MAKE THIS REQUEST ORALLY, HE SHOULD ASK FOR WRITTEN CONFIRMATION THAT HIS REQUEST HAS BEEN RECEIVED.

#### **NOTICE TO NEW JERSEY RESIDENTS**

THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE NEW JERSEY BUREAU OF SECURITIES OR THE DEPARTMENT OF LAW AND PUBLIC SAFETY OF THE STATE OF NEW JERSEY PRIOR TO ITS ISSUANCE AND USE. NEITHER THE ATTORNEY GENERAL OF THE STATE OF NEW JERSEY NOR THE BUREAU OF SECURITIES HAS PASSED ON OR ENDORSED THE MERITS OF THIS MEMORANDUM (OR THE PRIVATE OFFERING CONTAINED HEREIN). ANY REPRESENTATIONS TO THE CONTRARY ARE UNLAWFUL.

### **NOTICE TO NEW YORK RESIDENTS**

THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OF NEW YORK PRIOR TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF THE STATE OF NEW YORK HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING. ANY REPRESENTATIONS TO THE CONTRARY ARE UNLAWFUL.

### **NOTICE TO NEW HAMPSHIRE RESIDENTS**

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENSE HAS BEEN FILED UNDER CHAPTER 421-B WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT A SECURITY IS EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE, AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR A SECURITY OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY, OR TRANSACTION. IT IS UNLAWFUL TO MAKE, OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER, OR CLIENT, ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

### **NOTICE TO GEORGIA RESIDENTS**

THESE SECURITIES HAVE BEEN ISSUED OR SOLD IN RELIANCE ON PARAGRAPH (13) OF CODE SECTION 10-5-9 OF THE "GEORGIA SECURITIES ACT OF 1973," AND MAY NOT BE SOLD OR TRANSFERRED EXCEPT IN A TRANSACTION WHICH IS EXEMPT UNDER SUCH ACT OR PURSUANT TO AN EFFECTIVE REGISTRATION UNDER SUCH ACT.

### **OTHER STATE NOTICES**

GENERALLY, MOST STATES/COUNTRIES HAVE REGULATIONS GOVERNING THE SALE OF SECURITIES. THESE REGULATIONS MAY, OR MAY NOT, BE SIMILAR TO THE ABOVE-STATED NOTICE. EACH PURCHASER SHOULD CONSULT WITH HIS/HER OWN SECURITIES COUNSEL CONCERNING REGULATIONS GOVERNING THE SALE OF SECURITIES IN HIS/HER STATE/COUNTRY OF DOMICILE, AND EACH PURCHASER MUST AGREE, AND BY SIGNING A SUBSCRIPTION AGREEMENT TO PURCHASE SECURITIES PURSUANT TO THIS OFFERING DOES AGREE, TO ABIDE BY ANY SUCH APPLICABLE STATE/COUNTRY REGULATIONS, AS ETA WILL BE RELYING UPON AN EXPRESS AND IMPLIED WARRANTY BY PURCHASER IN THIS REGARD AS OF THE SALE DATE OF ANY SECURITIES BY ETA PURSUANT TO THIS SUBJECT OFFERING

### **AMENDMENT NOTICE**

ALL THE ABOVE-REFERENCED FEDERAL AND STATE NOTICE LEGAL CITATIONS ARE SUBJECT TO PAST AND/OR FUTURE AMENDMENTS. A PURCHASER SHOULD CHECK WITH HIS/HER OWN LEGAL COUNSEL TO ASCERTAIN THE STATUS OF ALL CURRENT APPLICABLE SECURITIES REGULATIONS.



## TABLE OF CONTENTS

THE COMPANY.....	10
HIGH RISK FACTORS.....	11
TERMS OF OFFERING .....	14
DESCRIPTION OF SECURITIES .....	15
PROPOSED BUSINESS .....	16
BUSINESS PLAN .....	16
POTENTIAL MARKET .....	17
MARKETING PLANS .....	18
APPLICABLE TECHNOLOGIES.....	19
USE OF PROCEEDS .....	19
SECURITIES ACT RESTRICTION ON RESALE.....	20
MANAGEMENT.....	21
LITIGATION.....	22
FURTHER INFORMATION .....	23
FINANCIAL STATEMENTS.....	23
INVESTOR SUITABILITY AND TERMS .....	24
COMPANY STOCK PURCHASE AGREEMENT .....	25

EACH RESPECTIVE OFFEREE IS HEREBY GIVEN FULL AND FREE ACCESS, AS OF THE DATE HEREOF AND THROUGHOUT THE TERM OF THIS OFFERING, TO ALL BOOKS AND RECORDS OF THE COMPANY PERTAINING TO THE RECEIPT OF SALE OF THESE SUBJECT SECURITIES TO EACH SUCH RESPECTIVE OFFEREE AND TO ALL NON-PROPRIETARY DOCUMENTS, IF ANY, DESCRIBED HEREIN. THIS PRIVATE PLACEMENT MEMORANDUM MAY CONTAIN ONLY A SUMMARY OF ANY SUCH DOCUMENTS, AND PROSPECTIVE OFFEREEES ARE URGED TO EXAMINE ALL OTHER DOCUMENTS, IF ANY, AT THE OFFICE OF THE COMPANY. OFFEREEES WHO DESIRE TO EXAMINE ANY SUCH DOCUMENTS, INCLUDING BUT NOT LIMITED TO DOCUMENTS REFERRED TO IN THIS PRIVATE PLACEMENT MEMORANDUM, AND OTHER NON-PROPRIETARY INFORMATION CONCERNING THE COMPANY SHOULD CONTACT B.RYLAND WIGGS, THE COMPANY'S CHIEF MANAGER AND CEO, AT (615) 371-1222.

BY ACCEPTING THIS MEMORANDUM, THE OFFEREE AGREES NEITHER TO PERMIT ANY REPRODUCTION OR DISTRIBUTION OF ITS CONTENTS IN WHOLE OR IN PART, NOR TO DIVULGE ANY OF ITS CONTENTS, EXCEPT IN CONFIDENCE TO HIS/HER PROFESSIONAL ADVISORS, IN CONNECTION WITH THIS OFFER. THE OFFEREE FURTHER AGREES TO RETURN THIS MEMORANDUM, AND ALL OTHER DOCUMENTS DELIVERED IN CONNECTION WITH THE OFFERING MADE HEREBY TO THE COMPANY IF, AND PROMPTLY AFTER, HE/SHE DECIDES NOT TO ACCEPT THE OFFER MADE HEREBY.

### THE COMPANY

Earth To Air Systems, LLC ("ETA"), also referred to herein as ("the Company") is a Tennessee Limited Liability Company which was established in January, 2006 to develop regional/national/international scope direct expansion R-410A heating/cooling systems. ETA is presently has a registered executive office at 123 Southeast Parkway Circle, Suite 160, Franklin, Tennessee 37064. ETA was initially financially sponsored by B. Ryland Wiggs and Elsie M. Wiggs, tenants by entirety, and by David R. Wiggs, all adult persons of Franklin, Tennessee 37069. The Company has previously sold percentage interests in the Company in order to purchase the rights to certain proprietary direct expansion R-410A heating/cooling technologies, such a Deep Well Direct Expansion ("DWDX") system. A DWDX system is the name attributed to a new design where copper tubes are installed to a sub-surface depth of 100, or more, feet within a borehole, to extract heat from the earth in the winter, and to reject heat into the earth in the summer. This new DWDX technology was originally developed by B. Ryland Wiggs and was originally funded by IPO Development Corporation ("IPODC"), principally owned by B. Ryland Wiggs and Elsie M. Wiggs, of Franklin, Tennessee. As a result, IPODC, will receive three percent of any future ETA initial public offering and/or sale in return for its initial sponsorship. Initial DWDX concept verification has been completed, with the first reverse-cycle DWDX heating/cooling system having been successfully installed and

operated near Nashville, Tennessee, during or about 2002. Initial test results have indicated high point operational efficiency levels greater than any other known heating/cooling system in the world under analogous conditions, together with enhanced comfort and safety levels. The all-electric and environmentally friendly DWDX system is being designed for both commercial and residential applications, as well as for new construction and retro-fit. As of the date of this PPM, DWDX systems have achieved the highest known efficiency ratings, under analogous conditions, both in the field and in the ETL testing laboratories. DWDX systems utilize the environmentally friendly R-410A refrigerant (not scheduled for phase-out under the Montreal Protocol), have received safety certifications under UL 1995, have received efficiency ratings under ARI standard 870, have been certified for Canadian application pursuant to CAN/CSA STD 222.2 No. 236, and exceed US DOE Energy Star standards. DWDX equipment is rated/approved for outdoor/indoor installation, is currently available in 1.5 through 7 ton system designs, and is available in 50 and 60 Hertz, for both USA and international applications.

### **HIGH RISK FACTORS**

The securities offered hereby involve a high degree of risk, and should only be purchased by persons who can afford to lose their entire investment. Certain of those risks are as follows:

1. Development Stage Company. The Company's subject DWDX Project is in its early development stages, embarking upon a new venture. At the present time, the Company has developed a plan designed to accomplish its stated objectives, but there is no assurance the plans will materialize. Potential investors should be aware of the difficulties encountered by a new enterprise in its development stage, especially in view of the uniqueness of the subject Company development plan in the heating/cooling related industries. There is nothing at this time upon which to base an assumption that the Company's plans will either materialize or prove successful, and if not, investors may lose all, or a substantial portion, of their investment. The Company, in short, faces all the risks inherent in a organizing and implementing a new business, and such risks are particularly significant in the business of developing new operating structures, and new products and services. There is no assurance that the Company's DWDX Project will receive either investor or commercial acceptance, or that the subject DWDX Project will either materialize or will achieve a profitable level of operations.

2. Working Capital. The Company presently has approximately \$990,000 in working capital via prior percentage interest sales, has had in excess of \$600,000 in gross sales income, and is presently operating at a loss when comparing net sales income to expenditures. The Company's DWDX Project's ability to continue its proposed activities and to continue to operate as a going concern is not, but could be, deemed contingent upon the successful conclusion of this offering, but may be contingent upon future offerings, the receipt of sufficient net proceeds therefrom, and on subsequent financing arrangements, when and if necessary. The Company has complied, but un-audited, financials available for review via The Horne Group, a CPA firm, for the last quarter

ended December 31, 2006, which are available for review at any reasonable time, with reasonable advance notice, at the Company office.

3. Patented Technology. The Company, via its DWDX Project, does plan to pursue the inclusion of technologies which are patented, and which may be patented. However, there is no guarantee that a competitor may modify any such technology beyond any such patent protection or that any such patent will hold off competitors in patent infringement litigation. Further, the Company may pursue the inclusion of technologies in areas where patent protection is not available.

4. Competition- In the overall heating/cooling related industries, the Company will be competing with other firms which have been in existence for a longer period of time, are better established than the Company, have financial resources substantially greater than the Company, and have more extensive facilities than those which now or in the foreseeable future will become available to the Company. In addition, other firms with resources greater than those of the Company may enter into competition with the Company in the future.

5. "Best Efforts Only" Offering. This offering is being conducted on a "best efforts only" basis, meaning that all of the proceeds realized by the Company upon the sale of any number of Units will be used by the Company when accepted by the Company, and none of the funds will be returned to subscribers. The proceeds of this offering may not, therefore, be sufficient to meet the proposed objectives of the Company and subscribers must rely on management regarding the allocation of the proceeds to be received hereby (see "Use of Proceeds").

6. Dependence on Key Personnel. The Company is dependent upon the personal efforts and abilities of the Company's present officers and staff. The loss or unavailability to the Company of any of these persons could have a material adverse effect upon the Company (see "Management").

7. Management. While the Company's present officers are intended to work full-time for the Company on the subject DWDX Project, and on other R-410A heating/cooling system projects, within the foreseeable future, the lack of financial ability to hire sufficient additional management and/or support personnel may have a materially adverse effect upon the Company and its DWDX Project (see "Management").

8. No Distributions and None Anticipated. The Company has no excessive earnings, and has paid no distributions to date. There can be no assurance that the operations of the Company will result in sufficient revenues to enable the Company to operate at profitable levels or to generate positive cash flow. For the foreseeable future it is anticipated that earnings, if any, which may be generated from operations of the Company's DWDX Project will be used to finance the growth of the DWDX Project. Therefore, it is not expected that cash distributions will be paid to investors in the foreseeable future.

9. Securities Act Restrictions on Resale. The securities being offered hereby are "restricted securities" as defined under the Securities Act of 1933, meaning that they must be held for a minimum of one year (absent any lawful exception) and may thereafter be resold only in accordance with Rule 144 under said Act. There is absolutely no assurance that, after one year, the Company will have a market for its subject securities, or if so, that it will meet the "public availability of information" requirements under Rule 144, enabling the securities to be sold. Additionally, certain states subject investors to additional restrictions which may preclude the sale of the securities hereby offered for certain other specified periods of time. Each investor should ascertain any such applicable time periods and all other relevant applicable laws within his/her state prior to purchasing any securities hereunder. The Company does not provide legal, accounting, securities, or business advice. Each investor is solely responsible for his/her/its own advice regarding any investment in the Company's securities and all matters pertaining thereto.

10. Arbitrary Offering Price. The offering price of \$333,333 per one percentage point (a Unit) has been arbitrarily determined by the Company based upon such factors as the estimated proceeds the Company believes is necessary to be raised in order to assist in the development of its subject DWDX, and other R-410A, Projects. Accordingly, there is no relationship whatever between the offering price and the Company's assets, earnings, potential/likely issuance of additional classes and/or percentage shares of ownership interests (which additional ownership interests will be dilutive to all investors including all investors under this offering), book value, or any other objective standard of worth.

11. Additional Financing. To the extent that more than the proceeds of this offering is required to enable the Company's DWDX Project to meet its objectives, the Company may require additional financing in the future, and there can be no assurance that such financing will be available, or if available, that it can be obtained on terms satisfactory to management. Because this is a "best efforts only" offering, no particular amount of proceeds can be assured.

12. Volatile Nature of Heating/Cooling Business. The heating/cooling business is volatile, and is subject to many rapid and unpredictable changes based upon supply and demand, technological developments, competition, government regulation, price fluctuations, foreign influence, weather, geological conditions, and other factors, all of which are beyond the Company's control.

13. No Market for Securities. There is no present market for the securities/percentage interests of the Company, and there is no assurance that a trading market for the securities/percentage interests will ever develop. Moreover, even if a trading market for the securities develops, there is no assurance that such trading market will be maintained. There is no assurance that any market and/or third party sale and/or public offering pertaining to the subject DWDX Project will ever be successfully completed.

14. No Securities Registered. None of the securities of the Company to be purchased hereunder have been registered with any State or Federal regulatory or securities agency

or bureau, nor has any regulatory agency passed upon the merits of the securities of the Company's DWDX Project, or the accuracy of the information contained herein.

15. Product Liability. The Company potentially plans to offer warranties concerning various aspects of the DWDX system. There can be no assurance that in the future the Company will not face warranty and/or product liability claims with respect to products which may be sold by the Company and/or its authorized distributors/dealers and/or its assignees.

16. No Future Customers. The Company's DWDX Project has no confirmed future customers or agreements concerning its proposed area of business, and can give no assurance that it will be able to secure any agreements or customers, or if so, that such customers or agreements will result in profits for the Company.

17. Continued Control. Even if this offering is fully subscribed, new investors will have no control in the direction and/or management of the Company and/or of its subject DWDX Project. Consequently, the present majority percentage owners of the Company, will continue to elect all of the Company's directors, if any, and officers and will continue to otherwise control its policies, as well as those of the subject DWDX Project, subject to certain restrictions in the Company's Operating Agreement, which is on file in the Company's office and which is available for the review of any investor and/or of any such investor's professional counsel/advisor at any reasonable time.

### **TERMS OF OFFERING**

The Company is offering to private investors a maximum of \$4,999,999 in Units. Each Unit is offered at \$333,333, and consists of a respective and corresponding one present (1%) present interest in the Company. The Units are being offered by the Company, and no commissions will be paid to the Company or its officers and directors, if any.

The Units are being offered to private accredited investors pursuant to the exemption from registration under the Securities Act of 1933, as amended, contained in Rule 506 thereunder. The Company reserves the right to refuse subscriptions in order to comply with State and Federal securities laws and for any other reason. The Units are subject to prior sale. The minimum investment is one Unit per \$333,333 investment per investor; however, partial Units may be accepted at the discretion of the Company.

The subscription period will begin on the date of this Private Placement Memorandum ("PPM") and will terminate on the earliest of (i) December 31, 2007; or (ii) the date that accepted subscriptions for shares total \$4,999,999; or (iii) any earlier date hereafter specified by the Company. The offering is made on a "best efforts only" basis. Therefore, once subscriptions are received and accepted by the Company, such funds will be used by the Company and will not be returned to subscribers.

The estimated costs of the offering will likely not be more than \$500. All subscription monies, once accepted, will be deposited in the Company's general account at Suntrust Bank, Franklin, Tennessee. Checks for subscriptions should be made payable to "Earth To Air Systems, LLC"

In addition to the substantial risks involved in this offering (see "High Risk Factors"), there are also substantial limitations upon each subscriber's right to dispose of the securities purchased under applicable securities laws (see "Securities Act Restrictions on Resale"). The offering price of the Units was arbitrarily determined by the Company, and bears no relationship whatsoever to either the Company's, or to the Company's subject DWDX Project's book value, assets, earnings or any other recognized criteria of value.

## **DESCRIPTION OF SECURITIES**

### Units

Each \$333,333 Unit consists of a one percent (1%) interest in the Company. Units may be divided into differing Classes at the sole election of the Company, subject to the provisions of the aforesaid Operating Agreement. Units may be offered in whole percentage points, or in part, at the sole discretion of the Company.

The Company is authorized to issue 15 Units under this subject Rule 506 offering, of which, 0.00 Units, as of the date of this subject offering, are currently issued and outstanding. The holders of Units (i) are entitled to vote on any matter on which respective Company Class shareholders may vote at all meetings of shareholders, as delineated in the Company's aforesaid Operating Agreement; (ii) do not have preemptive, subscription or conversion rights, or redemption or sinking fund provisions applicable thereto, unless otherwise stated in the aforesaid Operating Agreement; and (iii) are entitled to share in all of the assets of the Company available for distribution to holders of Common Stock upon liquidation, dissolution, or winding up of the affairs of the Company in the manner as set forth in the aforesaid Operating Agreement.

All Unit percentages which are the subject of this offering, when issued, will be fully paid and non-assessable, with no personal liability attaching to the ownership thereof, unless otherwise provided in the said Operating Agreement. The holders of percentage Units of the Company will not have any majority voting rights, which means that the holders of more than 50% of the Company's outstanding percentage interests, voting for the election of directors, if any, and/or officers, can elect all of the directors, if any, and/or officers of the Company if they so choose and, in such event, the holders of the Company's subject offering Units will not be able to control the election any of the Company's directors, if any, and/or officers.

### Transfer Agent

The Company acts as its own Transfer Agent

## **PROPOSED BUSINESS**

Earth To Air Systems, LLC was established in January, 2006 to purchase and to develop a proprietary, "waterless", geothermal, non-phase-out (under the Montreal Protocol) R-410A, heating/cooling system with very high operational efficiency potentials, primarily for commercial and residential applications. The Company anticipates either selling, licensing, and/or manufacturing and distributing the subject HVAC technologies in both domestic and international markets. The subject technologies will principally involve Deep Well Direct Exchange ("DWDX") heating/cooling systems, that exchange geothermal heat directly with refrigerant through copper-walled refrigerant transport tubing, all without the need for a conventional geothermal system's water pump and circulating water loop comprised of plastic polyethylene tubing.

## **BUSINESS PLAN**

ETA has the immediate opportunity to build an organization that will provide standard-setting HVAC technologies to the commercial and residential sectors. The direct exchange heating/cooling technologies anticipated to be acquired include innovative technologies providing reverse-cycle heating/cooling systems that exceed all known conventional HVAC systems in terms of COP and EER efficiency levels, all while providing extremely comfortable air in both winter and summer seasons.

ETA believes it can prosper in the current environment via its ability to manufacture, market, and distribute technologies absent reliance on traditional channels. Also, ETA has the option to forego the manufacturing process and to either sell or license its technologies to established HVAC entities.

Since ETA has no obligation to utilize traditional distribution channels, it can build its organization around a properly aligned structure so as to promote the greatest likelihood of long-term success. This structure would include sales personnel trained to accurately explain the value of the significant operational savings, the enhanced comfort levels, the enhanced safety benefits, as well as the reduced maintenance advantages. Further, systems are anticipated to be installed only by fully-trained and licensed professionals. Via utilization of properly trained ETA personnel, potential ulterior motives intentionally designed to generate maintenance and repair work can likely be mitigated or eliminated.

The growth opportunities for ETA's geothermal DWDX heat pumps are believed to be outstanding. Heat pumps currently control about ten percent of the overall HVAC market, based primarily on the utilization of air-source heat pumps. DWDX systems typically operate at efficiency levels about 40% to 60% greater than standard conventional air-source heat pumps, and at even higher comparative efficiency levels when viewed against various other conventional system designs.



To accomplish its objectives, ETA plans to draw upon its officer's established relationships with industry experts, an established and reputable accounting firm, securities counsel, investment banking firms, patent/trademark counsel, appropriate Heating/Ventilation/ Air-Conditioning ("HVAC") technology professionals, and other relevant and necessary project professionals. ETA plans to spend the next year testing and validating various marketing approaches, primarily in the Nashville, Tennessee and/or Southeastern U.S.A. area, including Florida. Possible exceptions may include working with a potential distributor in the Midwest area; working with several potential distributor in the Northeast area; working with certain potential foreign companies, such as may be located in Korea, Australia, China, etc., and working with certain other potential dealers/distributors who agree to terms extended by ETA, such as paying for a potential limited and conditional exclusivity, training, etc. While there can be no timetable guarantees or certainties, once a successful approach is ascertained and validated, ETA plans to expand the technique to other areas, such as, for example, refrigeration.

### **POTENTIAL MARKET**

The current domestic market for energy is reportedly valued at about \$300 billion dollars, and over \$800 billion dollars worldwide. At this point in time, faced with increased demand and rapid deregulation, the traditional energy industry is experiencing significant amounts of change. Alternative energy technology is becoming a significant force within the energy universe.

ETA is intended to operate squarely within the arena of energy technology, and better, the specific arena of renewable energy enhanced technology. Mr. Wiggs, the Company's CEO/Chief Manager, has received at least seven U.S. patents specifically pertaining to enhanced DX system performance and increased operational efficiencies.

ETA's DWDX Project is designed to provide reliable, cost effective, heating and cooling, in a reverse-cycle, closed loop, R-410A, geothermal system that will not only save its users significant amounts of money, but will also likely significantly reduce power production requirements and likely provide extremely valuable load-leveling/demand side management characteristics for electric utility companies.

ETA will initially focus on the residential and light commercial segments of the HVAC sector. It is reportedly estimated that the commercial HVAC market segment represents in excess of \$35 Billion of annual revenues. With over 4,000,000 commercial buildings in the USA, this sector has arguably been the cash cow of the HVAC industry. The largest number of commercial buildings are reportedly located within the Southern portion of the United States. Consequently, ETA is anticipated to gain an immediate advantage via its present strategic location within the southeast, which location is reported to be within a one day's drive of about 70% of the USA population.

Heating and cooling expenditures represent a significant portion of operating expenses for any commercial organization. For this reason, commercial and industrial organizations are becoming increasingly interested in utilizing the most efficient technologies available.

ETA believes the proprietary DWDX system is both practical and timely, and will provide commercial clients with significant advantages. It is estimated that ETA's commercial system will provide customers with about the same 40%-60% reduction in annual heating and cooling costs as has been documented for residential applications. These amounts of savings can quickly turn into significant percentage shareholder value.

Offices, hotels/motels, hospitals, nursing homes, and education institutions reportedly spend over 50% of their annual energy costs on HVAC related operations. Additionally, both food sales and service buildings report one of the highest costs per square foot in terms of HVAC expenses. While less than 30% of these sectors' annual energy costs are attributed to HVAC, the aggregate expenditures create an opportune environment for ETA to market its DWDX products. ETA plans to initially market commercial products to companies operating in these sectors with building sizes between 5,000 and 25,000 square feet. However, ETA believes DWDX systems will be equally well-received by any type of commercial organization which is fortunate enough to learn of the system's availability, as well as by large-scale developers and residential home builders.

The Company believes the accelerated development of a planned energy efficient, and cost effective, "waterless", non-phase-out R-410A, DX geothermal heating/cooling system will be both timely and rewarding.

### **MARKETING PLANS**

ETA plans to be extremely careful in developing and implementing its marketing and branding campaign. ETA intends to tightly control sales and marketing efforts, so as to ensure its intended reputation as a prestigious, environmentally friendly, professional organization, which offers what is believed to be the most advanced, most comfortable, and best value HVAC system available, bar none. Ultimately, the marketing campaign ETA utilizes will vary with the path ETA elects to pursue with regards to either manufacturing and selling the systems internally, or electing to sell/license the technology to a third party (Trane, Lennox, York, Carrier, etc.). ETA intends to utilize at least its first year of operations in testing and validating marketing plans.

While ETA may utilize traditional marketing channels, such as trade shows, newspapers, and magazines, the bulk of ETA's marketing efforts may be dedicated to securing relationships with the CEO's and CFO's of potential clients. ETA believes the superior comfort levels and long-term financial savings of their DWDX products are among the greatest selling points. The Company's sales staff will show potential clients how ETA product savings can translate into increased shareholder value in their own companies. The underlying rationale of potentially focusing on the commercial sector as opposed to

the residential is the fact that the overall sophistication of commercial decision-makers can be higher (and/or more time efficient per unit sale) with regards to ETA technology. Focus is also intended to be directed toward large-scale residential development decision makers and architectural firms, who, similar to commercial decision makers, are likely to have heightened sophistication levels and are likely to more readily appreciate the significant advertising, sale, and re-sale, value afforded via DWDX technologies.

### **APPLICABLE TECHNOLOGIES**

Via the preceding sale of sufficient percentage interests in the Company, the Company has already acquired both patent and patent-pending rights to R-410A geothermal DX heating/cooling system technologies that were previously registered in the name of B. Ryland Wiggs. Such acquisitions have included the purchase of certain rights to the subject stated patents and patent applications previously owned by Earth To Air Systems, Inc., a former Tennessee business corporation, that was principally owned by B. Ryland Wiggs and Elsie M. Wiggs, tenants by entirety. All new patents pertaining to the subject stated technologies developed by the Company and/or by B. Ryland Wiggs, while he is employed by the Company, will be assigned to the Company. Mr. Wiggs has developed, and may develop, on his own time and expense, other U.S. patents and other U.S. patent applications in the conventional air-source HVAC, water-source geothermal, and renewable energy fields which will not be assigned to the Company. However, all new R-410A geothermal heating/cooling patent applications developed via the Company's R&D program and/or via Mr. Wiggs will be assigned to ETA.

### **USE OF PROCEEDS**

ETA's use of the initial \$4,999,999, or less, accredited investor Rule 506 securities sales proceeds may be utilized for developing marketing strategies and/or for debt repayment and/or for any general project development purposes, including, but not limited to, the following:

Technology research and development, land/property acquisition and test facility construction expenses, travel expenses, printing/copying costs, group meeting expenses, accounting fees, patent counsel and patent application fees (U.S. and International), officer and staff salaries and costs, re-imbursement of B. Ryland Wiggs expense advances (as much as \$225,000 as of the date of this offering, inclusive of personal mortgage funds advancement), postage and express delivery fees, telephone and fax costs, travel expenses, testing costs, computer and/or computer program expenses, office costs, rent and rent related expenses such as common area maintenance fees and real property taxes, copying expenses, office utility expenses, financial modeling fees, insurance costs, equipment purchases, acquisition costs of relevant business/technology options and/or patents, legal fees, accounting fees, employee salaries/expenses/benefits, sales costs/expenses, marketing study expenses, advertising expenses, and any other general working capital and miscellaneous business related expenses, etc. ETA's present office/warehouse is presently rented from B. Ryland Wiggs and Elsie M. Wiggs at the

rate of \$2,044.64 per month, plus common area maintenance fees and taxes. Most all present office furniture and equipment and filing cabinets are on loan from B. Ryland Wiggs and/or IPO Development Corporation ("IPODC"). IPODC is owned by B. Ryland Wiggs and Elsie M. Wiggs. Further, portions of the proceeds may be used to pay for a one and one-half cent per pound, subject to a minimum annual Two Thousand Dollar, royalty fee due to USDrilling Group, Inc., which is a Tennessee business corporation principally owned by B. Ryland Wiggs and Elsie M. Wiggs, David Wiggs, and others, which corporation has secured an exclusive ten year license from the inventor and patent holder of Grout 111, the US Department of Energy, and which corporation has sub-licensed the use of Grout 111 to ETA.

ETA, via filing form D with the U.S. Securities and Exchange Commission, in reliance on Rule 506 provisions regarding this subject offering, listed estimated printing costs at \$500, and listed estimated payments to Officers, Directors, if any, and Affiliates at \$4,999,999. The \$4,999,999 estimated payment to Officers, Directors, if any, and Affiliates was based upon the premise that itemized estimated costs for all the above-stated factors under Use Of Proceeds, over an estimated one to two year period, would be difficult to forecast with accuracy, but would all be incurred directly and/or indirectly via the Company's Officers, Directors, if any, and Affiliates, to whom payments will either be made directly, or to others on their behalf pursuant to their direction. The Company reserves the right not to sell all the investment Units, as set forth in this subject offering, should the Company, in its sole discretion, deem it unnecessary.

### **SECURITIES ACT RESTRICTIONS ON RE/SALE**

A purchaser of the Company's securities will be required to represent that he/she is acquiring same for his/her own account for investment purposes only (and is assuming the economic risk of the investment) and not with a view to the distribution thereof (that is to say, that such person is not acting as an underwriter or conduit for sale to the public or to others of unregistered securities, directly or indirectly, on behalf of the Company).

The securities offered hereby have not been registered under the 1933 Act, and they may not be transferred, pledged, hypothecated, or otherwise disposed of, except in compliance with the requirements of the Act, unless an exemption from registration under the Act is available. Accordingly, subscribers will not be able to transfer such securities without satisfactory evidence to the effect that such securities were originally acquired for investment purposes and not for distribution. Prospective investors, therefore, should not acquire any securities in anticipation of selling them on a short-term basis upon some increase in price, or to purchase some other security, or for any other purpose which could reasonably be foreseen at the time of making the purchase.

Generally, prior to any resale of restricted securities to the public other than by an effective registration statement filed with the Securities and Exchange Commission ("SEC") covering these securities, or other applicable exemption, such securities must have been beneficially owned and fully paid for at least one year. Rule 144, promulgated

under the 1933 Act, places additional restrictions upon the resale to the public of restricted securities, as follows:

1. The Rule requires the availability of adequate public information, as described in the Rule, with respect to an issuer of restricted securities. There is no present obligation on the part of the Company to make such public information available.
2. There is a limitation on the amount of securities which may be sold during any three month period.
3. The securities may only be sold in "Brokers' transactions," as defined in Section 4(4) of the 1933 Act, and the seller of the securities and his broker are required to follow certain specified procedures in connection with the sale.
4. A Form 144 Notice of Proposed Sale must be filed with the SEC concurrently with the placing with a broker of an order to execute a sale in reliance upon Rule 144.

Pursuant to Rule 144(k), promulgated under the 1933 Act, however, the above four requirements do not apply to restricted securities sold for the account of persons who are not affiliates of the Company at the time of sale and who have not been affiliates during the preceding three months, provided the securities have been beneficially owned by such persons for a period of at least three years (or other time period as amended) prior to their sale. The Company is under no obligation to register the shares offered hereby under the Federal or State securities laws.

Any purchaser of the Company's securities offered pursuant to this subject ETA DWDX Project is advised to ascertain any securities related law question and/or issue with his/her own securities counsel prior to purchase. All statements regarding applicable securities law made herein are believed to be accurate, but are not guaranteed to be legally correct by the Company, which is not an expert in securities law, and which is not authorized to render either a legal, securities, accounting, business, or financial advisory opinion. All opinions as set forth herein are made in good faith and are believed to be accurate, but each investor must perform his/her own due diligence and must rely upon his/her own judgment and/or the judgment of his/her own professional advisors.

### MANAGEMENT

The Company's DWDX Project will be principally managed and directed by B. Ryland Wiggs, CEO/Chief Manager, with assistance from David R. Wiggs, Vice-President, Finance. Additional system installation and technical assistance is anticipated via other various experts.

B. Ryland Wiggs is a licensed attorney, being a present member of the Pennsylvania Bar, the Tennessee Bar, the United States District Court (E. Pa.) Bar, and the United States Court of Appeals (3<sup>rd</sup> Circuit) Bar. Mr. Wiggs received his B.S. Degree in Business

Administration from the University of Tennessee at Chattanooga, and his Doctor of Jurisprudence Degree from the University of Tennessee School of Law. Mr. Wiggs has a strong history in the renewable energy and energy efficiency fields, having received at least five personal, and several co-authored, United States Patents in these areas. Mr. Wiggs has negotiated Utility Power Purchase Contracts, has negotiated Utility energy efficiency rebate programs, and has obtained renewable energy project permits from the U.S. Federal Energy Regulatory Commission. Mr. Wiggs has served as Chairman of the California Energy Commission's Geothermal Heat Pump Collaborative Subcommittee on Regulatory Issues, as well as having served on the Canadian Standards Association Subcommittee on Performance of DX Ground Source Heat Pumps, which developed the C748 draft regarding DX Testing Standards. Mr. Wiggs has implemented and overseen DX system manufacturing and shipping facilities; and has overseen successful U.L. and E.T.L. certification processes. Mr. Wiggs is the founder and a primary owner of IPO Development Corporation ("IPODC"), which successfully structured and effected an Initial Public Offering ("IPO") on NASDAQ, valued at approximately \$180 million. Mr. Wiggs has worked extensively with the owners/managers of \$5 million to \$500 million privately owned companies regarding combination, consolidation, and IPO issues, has developed good relationships with multiple Investment Banking Institutions, and has appeared as a guest speaker at various functions and IPO related seminars. Mr. Wiggs developed the relevant patented and patent-pending technologies which form the basis for the subject ETA Deep Well Direct Expansion ("DWDX") Project. The first certified DWDX prototype developed by Mr. Wiggs, as verified by United Testing & Balancing, Inc., an independent third party, via its July 27, 2002 test, reflected the prototype unit produced a high-point cooling mode Co-efficient Of Performance ("COP") factor of 8.36, which is equivalent to an Energy Efficiency Ratio ("EER") of 28.52. These test results materially exceed those of any other presently known system.

David R. Wiggs received his B.S. Degree in Business Administration, with emphasis in accounting, from the University of Tennessee, and received his Masters in Business Administration, with a concentration in finance, from the Owen Graduate School of Management at Vanderbilt University. Mr. Wiggs will provide project structuring, analysis, and finance/investment banking assistance, as well sales assistance and utility/government relations assistance.

Additional Company officers and staff will be added as deemed reasonably necessary by the Company's CEO/Chief Manager.

### **LITIGATION**

The Company is not presently a defendant in any material litigation, nor to the knowledge of management, is any litigation threatened against the Company which may materially affect the Company and/or its subject DWDX Project.

### **FURTHER INFORMATION**

This Private Placement Memorandum may contain summaries of and/or references to certain documents, and other materials, financial or otherwise. Prospective purchasers hereunder who wish to examine any or all of such documents, or who desire additional information, if available, should contact the Company, Attention: B. Ryland Wiggs, CEO and Chief Manager, 123 Southeast Parkway Circle, Suite 160, Franklin, Tennessee 37064, or any forwarding address in the event of office relocation.. Telephone (615) 595-2888.

### **FINANCIAL STATEMENTS**

There are no audited Company financial statements as of the date of this subject offering, as the Company was only formed in January, 2006, and as B. Ryland Wiggs, IPODC, and Earth To Air Systems, Inc. (inclusive of a relatively small number of investors in the IPODC Energy Project and in Earth To Air Systems, Inc.) solely paid all R-410A DWDX project development costs prior to January, 2006. However, un-audited compiled financial statements have been prepared. The Company presently has approximately \$990,000 in working capital via prior percentage interest sales, has had in excess of \$600,000 in gross sales income, and is presently operating at a loss when comparing net sales income to expenditures. The Company has complied, but un-audited, fourth quarter 2006 financials, via The Horne Group, a CPA firm in Nashville, Tennessee, available for review at any reasonable time upon reasonable advance notice. The Company has no known delinquent bills as of the date of this offering. Cost/expense reimbursements are anticipated to be made to and/or for B. Ryland Wiggs and to Suntrust Bank by the Company from the proceeds of this offering and/or from generated income. Upon repayment of approximately \$225,000 remaining due in home mortgage proceeds advanced by B. Ryland Wiggs for the Company (Operating Agreement Exhibit A), and upon repayment of an approximate \$30,000 truck purchase loan, the Company will be debt free, other than normal operating bills. The identity of project participants and individual investors will be maintained in confidence by the Company to the extent reasonably possible, subject to percentage interest shareholders/Members identity disclosures required via the aforesaid Operating Agreement. All investments made pursuant to this offering will be placed in the Company's general business account. Any forward-looking financial information projected by the Company would consist of estimates only based upon unknown future events. Consequently, each investor in this Company must make his/her/its own business model and forecasts, without reliance upon any projections by the Company, even if the Company provides any investor with financial models and/or projections developed by either the Company, IPODC, or any of their respective officers or employees, or by other firms/entities.

## **INVESTOR SUITABILITY AND TERMS**

This subject investment proposal relates to a private sale of securities/percentage interests/units in Earth To Air Systems, LLC ("ETA" and/or "the Company"), a Tennessee Limited Liability Company, with a current operating office at 123 Southeast Parkway Circle, Suite 160, Franklin, Tennessee 37064.

The Company intends to sell a maximum total of 15 investment Units in ETA, at \$333,333 per Unit, for a total price of \$4,999,999 cash. Each Unit is offered at \$333,333, and consists of a one percent (1%) interest in the Company. Partial Units and/or percentage interests of Units may be sold and/or provided at the discretion of the Company.

This subject Accredited Investor Capitalization Investment offering is considered to be exempt from registration with the Securities and Exchange Commission under Section 4(6) of the Securities Act of 1933, as amended, and/or pursuant to Rule 506. Therefore, only those persons and entities considered "Accredited Investors" under Section (2)(15)(i) of the Act, as amended, may be offered this investment. Generally, the investor, to be accredited, must meet one of the following qualifications:

1. Natural persons and spouses who (a) have an individual net worth, or joint net worth with their spouses, at the time of purchase which exceeds \$1,000,000 or (b) had an individual income in excess of \$200,000 in each of the two most recent years, and reasonably expect an income in excess of \$200,000 in the current year; or (c) had a joint income with their spouse in excess of \$300,000 in each of the two most recent years, and reasonably expect an income in excess of \$300,000 in the current year; or
2. Any trust with total assets in excess of \$5 million; or
3. Any entity in which all of the equity owners are accredited investors; or
4. Any other "Accredited Investor" as that term is defined in Regulation D.
5. The Investor must represents and warrants that he/she/it is either an individual, a non-profit corporation, a government agency, an entity with less than five hundred (500) employees (a "Small Business"), or a trust with less than 500 employees for the benefit of such persons, and that the Investor will not sell his/her/its Unit(s)/percentage interest(s), or any portion thereof, to any person or party that is not either an individual, a non-profit corporation, a government agency, an entity with less than five hundred (500) employees (a "Small Business"), or a trust with less than 500 employees for the benefit of such persons, absent permission as may be otherwise granted in the aforesaid Operating Agreement and/or as may be otherwise granted by a majority of all classes of percentage owners/members of the Company. The purpose of this requirement is to retain a small entity status with various government patent agencies so as to keep patent fees to a minimum.



## **EARTH TO AIR SYSTEMS, LLC UNIT SALE/PURCHASE AGREEMENT**

THIS EARTH TO AIR SYSTEMS, LLC, UNIT SALE/PURCHASE AGREEMENT, made as of the date and year set forth on the signature page of this Agreement, between Earth To Air Systems, LLC ("ETA" and/or the "Company"), a Tennessee business corporation, and the undersigned person or business entity (the "Purchaser").

---

The Company is hereby selling upon terms and conditions set forth in the Confidential Private Placement Memorandum, dated March 21, 2007 (the "Offering Memorandum"), and this Company Unit Sale/Purchase Agreement (collectively the "Offering Documents").

The Purchaser is interested in acquiring from the Company, under the terms described in the Offering Documents, such Unit(s) as set forth on the signature page of this Unit Sale/Purchase Agreement.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants hereinafter set forth, the parties hereto do hereby agree as follows:

### **I. REPRESENTATIONS BY PURCHASER**

1.1 Subject to the terms and conditions set forth herein and in the accompanying Offering Memorandum, which is incorporated herein by reference, the Purchaser hereby agrees to purchase such number of the Company's Units as is set forth on the signature page hereof.

1.2 The Purchaser understands that the Company's acceptance of this purchase is contingent upon, and understands and agrees that the Company is relying and may rely upon, the representations and warranties of the Purchaser set forth herein. The Purchaser further understands that the Company has the right to reject this purchase for any reason whatsoever.

1.3 The Purchaser recognizes that the purchase of the Company's Units involves various elements of risk as set forth in the Offering Memorandum including but not limited to (i) he/she/it may not be able to liquidate his/her/its investment in the event of emergency; and (ii) the Purchaser could sustain a complete loss of his/her/its investment. The Purchaser represents and warrants that he/she/it has considered all of the risks attendant to a purchase of these Units, including, but not limited to, the risks set forth in the Offering Memorandum.

1.4 The Purchaser represents and warrants that he/she/it has thoroughly reviewed the Offering Documents, and that he/she/it has either obtained, or has had the opportunity to obtain, the advice of his/her/its investment advisor, attorney, business advisor, and

accountant regarding the Offering Documents, all prior to his/her/its election to purchase any Units pursuant to the terms as set forth herein.

1.5 The Purchaser hereby represents that: he/she/it has been furnished by the Company, during the course of this transaction, with a copy of the Company's Offering Memorandum and all other information regarding the Company, financial or otherwise, which he/she/it has requested or desired to know; that all documents which could be reasonably provided have been made available for his/her/its inspection and review; that he/she/it has been afforded the opportunity to ask questions of and receive answers from duly authorized officers of the Company concerning the terms and conditions of the offering; and that any additional information which he/she/it has requested has been provided to his/her/its satisfaction.

1.6 The Purchaser hereby acknowledges that the Purchaser understands the investment consists of the purchase of the number of Unit(s)/percentage(s) of the Company as written and set forth on the last (signature page) of this Sale/Purchase Agreement, and that the Purchaser's percentage interests in the Company will be dilutive upon the Company's election to issue/sell/provide any additional Units and/or portions thereof. Additional Units and/or portions thereof are likely to be provided to new Company Managers/Officers/Facilitators in return for actual and/or anticipated services of value on behalf of the Company.

1.7 The Purchaser hereby acknowledges and understands that this offering has not been reviewed by the United States Of America Securities and Exchange Commission ("SEC") or by any other state or country securities regulating authority. The Purchaser further understands and agrees that the securities offered hereby have not been registered under the Act and that no such security may be transferred, pledged, hypothecated, or otherwise disposed of, except in compliance with the requirement of such Act, and except in compliance with any other applicable country, state and/or federal laws.

1.8 The Purchaser understands that the Company reserves the unrestricted right to reject or limit any subscription, and to accept subscriptions of less, or more, than \$333,333.

1.9 My, or my and my spouse's, present net worth is greater than \$1,000,000. In the alternative, in the event my net worth is less than \$1,000,000, I verify that I expect to have, personally, an income of more than \$200,000 for the current year, and did have more than \$200,000 of income for each of the preceding two years; and/or I and my spouse, jointly, expect to have an income of more than \$300,000 for the current year, and did have more than \$300,000 of income for each of the preceding two years; and that I am, or I and my spouse are, an accredited investor. In the alternative, I verify that my trust or company is an accredited investor as defined in Regulation D of the aforesaid Securities Act of 1933, as amended.

2.0 The Purchaser hereby represents and warrants that he/she/it is either an individual, a non-profit corporation, a government agency, an entity with less than five hundred (500) employees (a "Small Business"), or a trust with less than 500 employees for the benefit of

such persons, and that the Purchaser will not sell his/her/its Unit(s)/percentage interest(s), or any portion thereof, to any person or party that is not either an individual, a non-profit corporation, a government agency, an entity with less than five hundred (500) employees (a "Small Business"), or a trust with less than 500 employees for the benefit of such persons, absent permission as may be otherwise granted in the aforesaid Operating Agreement and/or as may be otherwise granted by a majority of all classes of percentage owners/members of the Company.

## **II. AGREEMENTS OF THE COMPANY**

2.1 The Company represents and warrants to the Purchaser as follows:

(a) The Company is a limited liability company, duly organized, existing, and in good standing under the laws of the State of Tennessee and has the power to conduct the business which it conducts and proposes to conduct.

(b) There are no current certified/audited Company balance sheets or financial records, and the Company currently has only approximately \$990,000 in cash. Un-audited fourth quarter financial statements are available for review at the Company's office upon reasonable advance notice. Any financial projections prepared by ETA and/or by IPODC and/or any of their respective officers and/or employees and/or by other firms or entities are based on unknown future events and cannot be verified. The purchaser should make his/her/its own relevant business forecasts and financial projections.

(c) The Company is offering to private investors a maximum of \$4,999,999 in Units. Each unit is offered at \$333,333, and consists of a respective and corresponding one percent (1%) interest in the Company. Partial Units/percentages may be accepted by the Company at the Company's sole discretion.

## **III. MISCELLANEOUS**

3.1 Any notice or other communication given hereunder shall be deemed sufficient if in writing and sent by Registered or Certified Mail, Return Receipt requested, addressed to Earth To Air Systems, LLC, 123 Southeast Parkway Circle, Suite 160, Franklin, Tennessee 37064 (or to any forwarding address in the event of a change of address) Attention: B. Ryland Wiggs, CEO; and to the Purchaser at his/her address indicated on the last page of this Agreement (or to any forwarding address in the event of a change of address). Notices shall be deemed to have been given on the date of mailing, except in the event of notice of change of address, which shall be deemed to have been given when received. The above notice provisions notwithstanding, notices of shareholder meetings, of Company changes of address, and of other usual and customary Company business matters shall be deemed to have been given on the date of mailing, and shall be deemed sufficient if sent in writing (English) by regular U.S.A. mail, addressed to the Purchaser at his/her/its address indicated on the last page of this Agreement (or to any forwarding address provided to, and received by, the Company in the event of a change of address of

the Purchaser), unless otherwise set forth in the aforesaid Operating Agreement, the provisions of which shall control in the event of any conflict.

3.2 This Agreement shall not be changed, modified, or amended except by a writing signed by the parties to be charged, and this Agreement may not be discharged except by performance in accordance with its terms, or by a writing signed by the party to be charged.

3.3 This Agreement shall be binding upon and inure to the benefit of the parties hereto and to their respective heirs, legal representatives, successors and assigns. This Agreement sets forth the entire agreement and understanding between the parties as to the subject matter thereof and merges and supersedes all prior discussions, agreements and understanding of any and every nature among them.

3.4 This Agreement and its validity, construction, and performance shall be governed in all respects by the laws of the State of Tennessee, without regard to conflicts of law principles, with jurisdiction agreed by all parties to exist in either Davidson County or Williamson County (Nashville area), Tennessee, U.S.A. All parties agree that this subject Agreement was made and entered into, physically and/or by express agreement and mutual consent, at the Company's present office at 123 Southeast Parkway Circle, Suite 160, Franklin, Tennessee 37064, at which address the Purchaser has conducted business consisting of the entry into this subject Agreement with ETA.

THIS AGREEMENT'S SIGNATURE PAGE FOLLOWS:

**IN WITNESS WHEREOF**, the parties have executed this Agreement as of the day and year written below.

**ACCEPTED AND AGREED:**

Earth To Air Systems, LLC

By: \_\_\_\_\_  
B. Ryland Wiggs, Chief Manager and CEO

Signature(s) of Purchaser(s); \_\_\_\_\_

Name of Company and Title of Signer if Purchaser is a Company:

Company Name: \_\_\_\_\_ Title: \_\_\_\_\_

Number of Units Purchased (\$333,333 per one percent ownership interest, which equals one Unit): For example, if you purchase 1 Unit, the price in U.S.A. Dollars is \$333,333 and you receive a one percent interest in the Company.

Number of Units Purchased: \_\_\_\_\_

Dollar Amount Of Units Purchased (In U.S.A. Dollars Only):

\$ \_\_\_\_\_

Date of Subscription: \_\_\_\_\_, 2007.

Name(s) in which the Purchaser Unit(s) is/are to be Titled:

\_\_\_\_\_

Social Security or Taxpayer Identification Number of Purchaser(s):

\_\_\_\_\_

Area Code and Telephone Number of Purchaser(s):

\_\_\_\_\_

Address of Purchaser(s):

(Checks are payable to "Earth To Air Systems, LLC", at 123 Southeast Parkway, Suite 160, Franklin, Tennessee 37069)